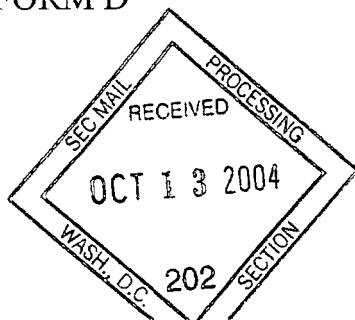


FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

OMB APPROVAL

OMB Number: 3235-0076
Expires: May 31, 2005
Estimated Average burden
hours per response 16.00

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY

Prefix

Serial

DATE RECEIVED

Name of Offering (: check if this is an amendment and name has changed, and indicate change.)

Common Stock and Warrants

Filing Under (Check box(es) that apply): : Rule 504 : Rule 505 : / ☒ / Rule 506 : Section 4(6) : ULOE
Type of Filing: / ☒ New Filing X Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer



04047228

Name of Issuer (: Xcheck if this is an amendment and name has changed, and indicate change.)

Five Below, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code)

1616 Walnut Street, Suite 1600, Philadelphia, PA 19103

Telephone Number (Including Area Code)

(215)546-7909

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
(if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business

Retail discount toy store

Type of Business Organization

: X corporation

: limited partnership, already formed

: other (please specify):

: business trust

: limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

Month
0 1Year
0 2Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State:
CN for Canada; FN for other foreign jurisdiction)

X Actual

: Estimated

P A

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

PROCESSED

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FINANCIAL

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box 0 and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity :XX Common : Preferred	\$Unlimited*	<u>\$5,045,892.40</u>
Convertible Securities (including warrants)**	\$ 0**	\$0**
Partnership Interests	\$	\$
Other (Specify)	\$	\$
Total	<u>\$Unlimited*</u>	<u>\$5,045,892.40</u>

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	26	<u>\$5,045,892.40</u>
Non-Accredited Investors	0	\$
Total (for filings under Rule 504 only)		\$

3. If this filing is an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	:	\$
Printing and Engraving Costs	:	\$
Legal Fees	X	\$15,000
Accounting Fees		\$
Sales Commission (specify finders' fees separately)	:	\$
Other Expenses (identify) Blue Sky	X	\$ 650
Total	X	\$15,650

* The Company reserves the right to set a specific size in its sole discretion .

**Purchasers of \$250,000 or more who, after such investment, will have invested an aggregate of \$1,000,000 or more in the Company will be granted warrants to purchase Common Stock at \$1.70 per share.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

- b. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

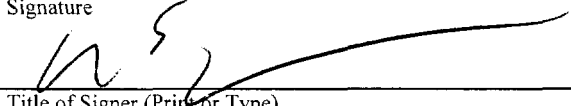
X \$Unlimited

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, and Affiliates	Payments to Others
Salaries and fees	\$ _____	\$ _____
Purchase of real estate	\$ _____	\$ _____
Purchase, rental or leasing and installation of machinery and equipment	\$ _____	\$ _____
Construction or leasing of plant buildings and facilities	\$ _____	\$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	\$ _____	\$ _____
Repayment of indebtedness	\$ _____	\$ _____
Working capital	\$ _____	\$ _____
Other (specify):	\$ _____	\$ _____
	\$ _____	\$ _____
Column Totals	\$ _____	\$ _____
Total Payments Listed (column totals added)		\$ Unlimited

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Five Below, Inc.	Signature 	Date October 12, 2004
Name of Signer (Print or Type) David Schlessinger	Title of Signer (Print or Type) President	